

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF OKLAHOMA**

In re SANDRIDGE ENERGY, INC.
SECURITIES LITIGATION

Case No. CIV-12-1341-G

This Document Relates To:

ALL ACTIONS.

**DECLARATION OF MARK P. GIMBEL IN SUPPORT OF DEFENDANTS
JAMES BENNETT'S AND MATTHEW GRUBB'S MOTION FOR SUMMARY
JUDGMENT**

I, Mark P. Gimbel, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am a member of Covington & Burling LLP, which serves as counsel to Defendants James Bennett and Matthew Grubb in this action. I have been admitted pro hac vice in this action.

2. I provide this declaration to submit certain exhibits cited in Defendants James Bennett's and Matthew Grubb's Memorandum of Law in Support of their Motion for Summary Judgment.

3. Attached as Exhibit 1 is a true and correct copy of excerpts from the transcript for the March 1, 2011, SandRidge Energy, Inc. ("SandRidge") Investor & Analyst Meeting, bates stamped SD-SECURITIES-0003097.

4. Attached as Exhibit 2 is a true and correct copy of excerpts from the Form 10-K filed with the United States Securities and Exchange Commission by SandRidge for the fiscal year ending on December 31, 2010.

5. Attached as Exhibit 3 is a true and correct copy of excerpts from the SandRidge 2013 Investor/Analyst Meeting presentation, dated March 5, 2013, bates stamped SD-SECURITIES-1238036.

6. Attached as Exhibit 4 is a true and correct copy of the SandRidge press release, dated November 3, 2011.

7. Attached as Exhibit 5 is a true and correct copy of excerpts from the deposition of Lindsey Walton (née Austin), taken on January 31, 2019.

8. Attached as Exhibit 6 is a true and correct copy of excerpts from the deposition of Steven Crane, taken on May 16, 2019.

9. Attached as Exhibit 7 is a true and correct copy of excerpts from the deposition of Rodney Johnson, taken on March 14 and 15, 2019.

10. Attached as Exhibit 8 is a true and correct copy of excerpts from the deposition of Matthew Grubb, taken on March 21 and 22, 2019.

11. Attached as Exhibit 9 is a true and correct copy of excerpts from the deposition of David Miller, taken on December 12 and 13, 2018.

12. Attached as Exhibit 10 is a true and correct copy of excerpts from the SandRidge presentation at the Barclays 2011 CEO Conference, dated September 7, 2011, bates stamped SD-SECURITIES-0000956.

13. Attached as Exhibit 11 is a true and correct copy of excerpts from the SandRidge 2011 Investor/Analyst Meeting, dated March 1, 2011, bates stamped SD-SECURITIES-0000654.

14. Attached as Exhibit 12 is a true and correct copy of excerpts from the SandRidge 2012 Investor/Analyst Meeting, dated February 28, 2012, bates stamped SD-SECURITIES-0001378.

15. Attached as Exhibit 13 is a true and correct copy of excerpts from the SandRidge Q1 2012 earnings call transcript, dated May 4, 2012, bates stamped SD-SECURITIES-0004645.

16. Attached as Exhibit 14 is a true and correct copy of excerpts from the SandRidge Q4 2010 earnings call transcript, dated February 25, 2011, bates stamped SD-SECURITIES-0002084.

17. Attached as Exhibit 15 is a true and correct copy of excerpts from the SandRidge analyst meeting transcript, dated February 28, 2012, bates stamped SD-SECURITIES-0004601.

18. Attached as Exhibit 16 is a true and correct copy of excerpts from the deposition of Jeffrey Knupp, taken on April 12, 2019.

19. Attached as Exhibit 17 is a true and correct copy of excerpts from the deposition of Tom Ward, taken on March 28 and 29, 2019.

20. Attached as Exhibit 18 is a true and correct copy of excerpts from the SandRidge Q3 2011 earnings call transcript, dated November 4, 2011, bates stamped SD-SECURITIES-0003194.

21. Attached as Exhibit 19 is a true and correct copy of excerpts from the deposition of Lance Galvin, taken on January 8 and 9, 2019.

22. Attached as Exhibit 20 is a true and correct copy of excerpts from the SandRidge Q1 2011 earnings call transcript, dated May 6, 2011, bates stamped SD-SECURITIES-0688336.

23. Attached as Exhibit 21 is a true and correct copy of excerpts from the SandRidge Q2 2011 earnings call transcript, dated August 5, 2011, bates stamped SD-SECURITIES-0003155.

24. Attached as Exhibit 22 is a true and correct copy of excerpts from the SandRidge Q4 2011 earnings call transcript, dated February 24, 2012, bates stamped SD-SECURITIES-0003223.

25. Attached as Exhibit 23 is a true and correct copy of excerpts from the SandRidge Q2 2012 earnings call transcript, dated August 3, 2012, bates Stamped SD-SECURITIES-0004683.

26. Attached as Exhibit 24 is a true and correct copy of excerpts from the Form 8-K filed with the United States Securities and Exchange Commission by SandRidge on May 3, 2012.

27. Attached as Exhibit 25 is a true and correct copy of excerpts from the SandRidge 2010 Annual Report.

28. Attached as Exhibit 26 is a true and correct copy of excerpts from the SandRidge 2011 Annual Shareholders Meeting presentation, dated June 3, 2011, bates stamped SD-SECURITIES-0000457.

29. Attached as Exhibit 27 is a true and correct copy of excerpts from the SandRidge presentation at the Credit Suisse Energy Summit, dated February 6 and 7, 2012, bated stamped SD-SECURITIES-0001351.

30. Attached as Exhibit 28 is a true and correct copy of excerpts from the Form 10-Q filed with the United States Securities and Exchange Commission by SandRidge for the quarterly period ending March 31, 2012.

31. Attached as Exhibit 29 is a true and correct copy of excerpts from the Form 10-K filed with the United States Securities and Exchange Commission by SandRidge for the fiscal year ending December 31, 2011.

32. Attached as Exhibit 30 is a true and correct copy of the Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information Approved by SPE Board in June 2001, revised on February 19, 2007.

33. Attached as Exhibit 31 is a true and correct copy of excerpts from of the deposition of Paul Stark, taken on February 8, 2019.

34. Attached as Exhibit 32 is a true and correct copy of a page from the Netherland Sewell & Associates, Inc. website reflecting oil and gas clients, captured on March 30, 2020, available at <https://netherlandsewell.com/unconventional-oil-gas-evaluations/>.

35. Attached as Exhibit 33 is a true and correct copy of excerpts from of the deposition of Kyle Koontz, taken on March 7, 2019.

36. Attached as Exhibit 34 is a true and correct copy of excerpts from of the deposition of Kevin White, taken on February 28, 2019.

37. Attached as Exhibit 35 is a true and correct copy of excerpts from the deposition of James Bennett, taken on February 13 and 14, 2019.

38. Attached as Exhibit 36 is a true and correct copy of excerpts from Plaintiffs' Responses and Objections to Defendant James D. Bennett and Matthew K. Grubb's Third Set of Interrogatories to Plaintiffs, dated May 6, 2019.

39. Attached as Exhibit 37 is a true and correct copy of excerpts from the deposition of Craig Johnson, taken on March 5, 2019.

40. Attached as Exhibit 38 is a true and correct copy of excerpts from the deposition of David Lawler, taken on February 21 and 22, 2019.

41. Attached as Exhibit 39 is a true and correct copy of excerpts from the SandRidge Q3 2012 earnings call transcript, dated November 9, 2012, bates stamped SD-SECURITIES-0004717.

42. Attached as Exhibit 40 is a true and correct copy of the analyst report regarding SandRidge prepared by Deutsche Bank, dated November 8, 2012, bates stamped SD-SECURITIES-0022859.

43. Attached as Exhibit 41 is a true and correct copy of the analyst report regarding SandRidge prepared by Deutsche Bank, dated November 13, 2012, bates stamped SD-SECURITIES-00204115.

44. Attached as Exhibit 42 is a true and correct copy of the analyst report regarding SandRidge prepared by Morningstar, dated November 9, 2012, bates stamped SD-SECURITIES-0004053.

45. Attached as Exhibit 43 is a true and correct copy of the Capital One Morning Energy Summary report, dated November 12, 2012, bates stamped SD-SECURITIES-0322389.

46. Attached as Exhibit 44 is a true and correct copy of the analyst report regarding SandRidge prepared by J.P.Morgan, dated November 16, 2012, bates stamped SD-SECURITIES-0004123.

47. Attached as Exhibit 45 is a true and correct copy of the Plaintiffs' Statement Chart, included as Exhibit A to Plaintiffs' Responses and Objections to Defendants James D. Bennett and Matthew K. Grubb's Third Set of Interrogatories to Plaintiffs, dated May 6, 2019.

48. Attached as Exhibit 46 is a true and correct copy of excerpts from the Expert Report of Bjorn I. Steinholt, dated March 1, 2019.

49. Attached as Exhibit 47 is an appendix collecting forward-looking statements identified by Plaintiffs (Appendix A).

50. Attached as Exhibit 48 is an appendix collecting examples of Defendants cautionary statements to investors during the class period (Appendix B).

51. Attached as Exhibit 49 is an appendix collecting unpleaded statements identified by Plaintiffs in discovery (Appendix C).

52. Attached as Exhibit 50 is an appendix collecting unpleaded or dismissed theories identified by Plaintiffs in discovery (Appendix D).

Executed on April 2, 2020 in New York, New York.

/s/ Mark P. Gimbel

Mark P. Gimbel